LISKOW&LEWIS

A Professional Law Corporation

1001 Fannin Street Suite 1800 Houston, TX 77002 (713) 651-2900 Main (713) 651-2908 Fax

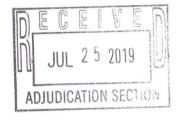
www.Liskow.com

One Shell Square 701 Poydras Street, Suite 5000 New Orleans, LA 70139 (504) 581-7979 Main (504) 556-4108 Fax 822 Harding Street Post Office Box 52008 Lafayette, LA 70505 (337) 232-7424 Main (337) 267-2399 Fax

Julie Thobae

Direct: (713) 651-2970 jthobae@Liskow.com

July 25, 2019



Our File No: 28043.0020

BY HAND DELIVERY

U.S. Department of the Interior
Bureau of Ocean Energy Management
Gulf of Mexico OCS Region
Adjudication Section
1201 Elmwood Park Boulevard
New Orleans, LA 70123-2394
Attention: Yolanda Winslow, Chief

Re: Non-Required File for OCS-G 27278

Dear Ms. Winslow:

Enclosed please find the following documents that we ask you to file, submitted to you for filing purposes only, in the Non-Required File pertaining to Block 519 Mississippi Canyon, *OCS-G 27278:*

- by Cantor Fitzgerald Securities, as Substitute Collateral Agent in favor of Fieldwood Energy LLC, GOM Shelf LLC, Fieldwood Energy Offshore LLC, Bandon Oil and Gas, LP, Dynamic Offshore Resources NS, LLC, (collectively, the "Mortgagor"). Please file in Category 2 Release of Mortgages and Liens;
- 2) State of Louisiana Uniform Commercial Code Amendment UCC-3 (RBL/LC) to delete collateral on Initial UCC# 26-373799 Debtors: Fieldwood Energy LLC, GOM Shelf LLC, Fieldwood Energy Offshore LLC, Bandon Oil and Gas, LP, Dynamic Offshore Resources NS, LLC

Page 2

and Secured Party: Cantor Fitzgerald Securities, as Collateral Agent. *Please file in Category 3 – UCC Filings and Financial Statements*; and

3) State of Louisiana Uniform Commercial Code – Amendment UCC-3
(RBL/LC) to delete collateral on Initial UCC# 26-355048 – Debtors:
Fieldwood Energy LLC and GOM Shelf LLC; and Secured Party:
Cantor Fitzgerald Securities, as Substitute Collateral Agent. Please file
in Category 3 – UCC Filings and Financial Statements;

In order that third persons will be put on notice as to the execution and efficacy of the enclosed documents, please file the documents, together with a copy of this letter in the Non-Required File maintained for the lease, under the category designated above.

Enclosed are the Pay Gov receipts, in the total amount of \$87.00, for payment of the filing fees. I have included a copy of the documents and cover letter to be file-stamped and provided to the bearer of this letter.

If you should have any questions regarding this request, please contact me at (713) 651-2970. Thank you for your assistance in this matter.

Very truly yours,

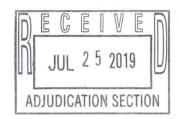
Julie Thobae

Corporate Paralegal

Enclosures

4957251v1

PARTIAL RELEASE OF MORTGAGE (RBL/LC)



STATE OF NEW YORK

COUNTY OF NEW YORK

BE IT KNOWN, that on the date set forth below, but effective as of the day of + 2019, before me, the undersigned Notary Public, and in the presence of the undersigned competent witnesses,

PERSONALLY CAME AND APPEARED:

Cantor Fitzgerald Securities, as Substitute Collateral Agent, whose mailing address is 110 59th Street, New York, New York 10022, represented herein by its duly authorized agent ("<u>Collateral Agent</u>")

who, being duly sworn, did declare and say:

Fieldwood Energy LLC, a Delaware limited liability company, GOM Shelf LLC, a Delaware limited liability company, Fieldwood Energy Offshore LLC, a Delaware limited liability company, Bandon Oil and Gas, LP, a Delaware limited partnership, and Dynamic Offshore Resources NS, LLC, a Texas limited liability company (collectively, the "Mortgagor") have requested the Collateral Agent to partially release and cancel that certain Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (RBL), dated as of September 30, 2013, as amended, recorded, *inter alia*, as set forth on Schedule 1 hereto (the "Mortgage") insofar and only insofar as the Mortgage encumbers and pertains to (i) the record title interest described on Exhibit A hereto, whether now existing or created hereafter, to that certain oil, gas and mineral lease described on Exhibit A hereto (the "Released Oil and Gas Property"), and (ii) Mortgagor's interest in the other Mortgaged Property and Collateral (each as defined in the Mortgage) insofar and only insofar as they are produced from or located on the Released Oil and Gas Property ((i) and (ii) collectively, the "Released Property"), and Collateral Agent consents to thereto;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Collateral Agent has RELEASED and DISCHARGED, and hereby RELEASES and DISCHARGES, without recourse, representation or warranty of any kind, the Mortgage and all liens and security interests created thereby and any other liens and security interests it may have in and to the Released Property INSOFAR and ONLY INSOFAR as the Mortgage covers and affects the Released Property and all products and proceeds thereof AND NO FURTHER.

IT IS EXPRESSLY UNDERSTOOD AND AGREED THAT THIS IS A PARTIAL RELEASE OF MORTGAGE ("PARTIAL RELEASE") RELATING SOLELY TO MORTGAGOR'S INTEREST IN THE RELEASED PROPERTY AND THAT THE SAME SHALL IN NO WAY RELEASE, AFFECT, OR IMPAIR THE UNDERSIGNED'S RIGHTS, TITLE, INTEREST, LIENS, AND SECURITY INTERESTS CREATED BY THE MORTGAGE AS TO ANY OTHER PROPERTIES OR INTERESTS DESCRIBED THEREIN OR COVERED THEREBY.

Collateral Agent hereby requests, authorizes, and directs the Clerk of Court of each of the Parishes and Counties described on <u>Schedule 1</u> hereto to (a) record this Partial Release in the mortgage records or official records, as applicable, for said Parishes and Counties, (b) cancel in part from the mortgage records or official records, as applicable, of said Parishes and Counties the inscription of the Mortgage, and (c) notate the recordation of this Partial Release in the margin of the Mortgage as recorded

in said Parishes and Counties. Collateral Agent further consents to the filing by or on behalf of Mortgagor of all UCC3 partial releases as may be necessary to delete the Released Property from the description of the Collateral, including, but not limited to those set forth on Exhibit B hereto and pursuant to supplemental Officer's Certificates delivered to the Collateral Agent, in each case with a copy of this Partial Release attached thereto to describe the Collateral released.

Cantor Fitzgerald Securities is delivering this Partial Release of Mortgage in reliance on the Officers' Certificate delivered to it in connection herewith and solely in its capacity as Collateral Agent under the Amended and Restated Credit Agreement, dated as of April 11, 2018 (the "Credit Agreement") among Fieldwood Energy Inc., as Holdings, Fieldwood Energy LLC, as the Borrower, the Lenders party thereto, the Issuing Banks party hereto, and Cantor Fitzgerald Securities, as Administrative Agent and Collateral Agent, and not in its individual or corporate capacity. In acting hereunder, the Collateral Agent shall be entitled to all of the rights, privileges and immunities set forth in the Credit Agreement and the other Credit Documents (as defined in the Credit Agreement) as though fully set forth herein. Capitalized terms used herein but not defined shall have the meaning assigned in the Credit Agreement.

[Signature page to follow.]

SCHEDULE 1 [Recording Information]

1. Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (RBL) dated effective September 30, 2013 by Fieldwood Energy LLC and GOM Shelf LLC in favor of P.R. Ballard, Trustee and to Citibank, N.A., as Collateral Agent.

Recording Jurisdiction	Recording Information					
Plaquemines Parish, LA	Mortgage Book 629, Page 531, Fi No. 2013-00004579					
Baldwin County AL	Instrument No. 1425123					
Mobile, AL	BK:LR 7088, Page 995, Instrument No. 2013 063203					
Hancock County, MS	Deed of Trust Book 2013, Pages 24509-24710					
Harrison County, MS (1)	Instrument # 2013 10680 T-J1					
Harrison County, MS (2)	Instrument # 2013 3609 T-J2					
Jackson County, MS	#201318028, BK:22, Pages 1-202					
BOEM	OCS-G 27278					

2. First Supplement to Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing, Financing Statement and Partial Release (RBL) dated effective November 15, 2013 by Fieldwood Energy LLC and GOM Shelf LLC in favor of P.R. Ballard, Trustee and to Citibank, N.A., as Collateral Agent.

Recording Jurisdiction	Recording Information
Plaquemines Parish, LA	Mortgage Book 634, Page 466, File No. 2013-00005395
BOEM	OCS-G 27278

Third Supplement to Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (RBL) dated effective August 16, 2016 by Fieldwood Energy LLC, GOM Shelf LLC, Fieldwood Energy Offshore LLC, Bandon Oil and Gas, LP and Dynamic Offshore Resources NS, LLC in favor of P.R. Ballard, Trustee and to Citibank, N.A., as Collateral Agent.

Recording Jurisdict		Recording Information
Plaquemines LA	Parish,	File No. 2016-00003579, Book 693, Page 38

BOEM	OCS-G 27278
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4. Fourth Supplement and Amendment to Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (LC Facility) dated effective as of July 9, 2018 from Fieldwood Energy LLC, GOM Shelf LLC, Fieldwood Energy Offshore LLC, Bandon Oil and Gas, LP, and Dynamic Offshore Resources NS, LLC to Citibank, N.A., as Resigning Collateral Agent, and to Peter Graf, as Trustee for the benefit of Cantor Fitzgerald Securities, as Substitute Collateral Agent and to the Substitute Collateral Agent.

Recording Jurisdiction	Recording Information				
Plaquemines Parish, LA	File No. 2048-00002565, Book 732, Page 134				
Baldwin County, AL	Instrument No. 1707454				
Mobile County, AL	Book:LR 7658, Page 25, Instrument No. 2018 040025,				
Hancock County, MS	Deed of Trust, Book 2018, Page 15082				
Harrison County, MS (1)	Instrument # 2018-6032-T-J1				
Harrison County, MS (2)	Instrument # 2018-2162-T-J2				
Jackson County, MS	#201813273, Book: 26, Pages 100-144				
BOEM	OCS-G 27278				

EXHIBIT A Released Oil and Gas Properties

A 7.25% Record Title interest to be assigned to Red Willow Offshore, LLC in that certain Oil and Gas Lease of Submerged Lands Under the Outer Continental Shelf Lands Act dated effective July 1, 2005 executed by the United States of America, as Lessor, Helis Oil & Gas Company, L.L.C., Houston Energy, L.P., and Red Willow Offshore, LLC, as Lessee, bearing Lease No. OCS-G 27278 covering all of Block 519, Mississippi Canyon Area, as shown on OCS Leasing Map La. No. NH 16-10, containing approximately 5,760 acres.

EXHIBIT B UCC3 Forms

STATE OF LOUISIANA

UNIFORM COMMERCIAL CODE - AMENDMENT UCC-3 Impartant - Read instructions Before Completing Form

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Exhibit B

STATE OF LOUISIANA

UNIFORM COMMERCIAL CODE - AMENDMENT UCC-3

Important - Read instructions Before Completing Form

FOLLOW INSTRUCTIONS (FRO 1. Initial Financing Statement Fil		EFULLY)						
2. Termination -Effectiven authorizing this Termin	ess of the Financing S	talement identifie	ed above is	terminated with re	espect to :	securit	y interest(s) o	f the Secured Party
3. Continuation- Effective	ness of the Financing				curity inter	est(s)	of the Secure	d Party authorizing this
4. Assignment (full or par					e in item :	7c and	also give nar	ne of assignor in item 9.
5. AMENDMENT (PARTY INFO	RMATION) This amen	dment affects	Debtor or	Secured Party	y of record	. Che	ck only one o	f these two boxes.
Also check one of the CHANGE name and/or a	address: Give current reco	rd name in item 6a or 6	b; also give		Cove record	name		3: Complete item 7a or 7b and omplete items 7d-7g (if applicable)
6. CURRENT RECORD INFORM 6a Organization's Name	MATION:							
6b Individual's Last Name (a	nd Title of Lineage (e.g	Jr., Sr., III, if ap	plicable)	First Name				Middle Name
7. CHANGED (NEW) OR ADDE	D INFORMATION:							
7a Organization's Name								
7b Individual's Last Name (a	and Title of Lineage (e.	g. Jr., Sr., III, if ap	oplicable)	First Name		4		Middle Name
7c Mailing Address		c	ity		State	Posta	Code	Country
7d Tax ID #: SSN or EIN	Add'l info re Organization:	7e Type of Orga	anization	7f Jurisdiction of	Organiza	lion	7g Organiza	tion ID if any
8. AMENDMENT (Collateral CP Describe col The collateral deleted is the	lateral X deleted or	added, or give	L	restated collate				
9. NAME or SECURED PARTY of Ri which adds collateral or adds the a 9a Organization's Name	ECORD AUTHORIZING 1 authorizing Debtor, or if thi	THIS AMENDMENT is is a Termination a	(name of a uthorized by	ssignor, if this is an a Deblor, check her	Assignme e and e	int). If i	this is an Amend ame of Debtor a	Iment authorized by a Debtor uthorizing this Amendment
Cantor Fitzgerald Securit	ies, as Collateral Ag	gent						
9b Individual's Last Name (a	nd Title of Lineage (e,ç	g. Jr., Sr., III), if ap	pplicable F	irst Name				Middle Name
10. OPTIONAL FILER REFERENCE	CE DATA 28043.0020	(RBL/LC)						
11. NAME AND PHONE OF CONT. Julie Thobae 713-651-29								
12. SEND ACKNOWLEDGMENT 1 Marilyn C. Maloney Liskow and Lewis APLC 1001 Fannin, Suite 1800 Houston, Texas 77002)						
				The above space	is for filing	office	use only	